

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
DELPHI CORPORATION, et al. : Chapter 11
Debtors. : Case No. 05-44481 (RDD)
: (Jointly Administered)
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CERTIFICATE OF COMPLIANCE WITH
ORDER IMPLEMENTING FINAL TRADING ORDER
IN RESPECT OF ACQUISITION OF STOCK [BY]
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

(“HARBINGER TRADING ORDER CERTIFICATION”)

Harbinger Capital Partners Master Fund I, Ltd. (“Harbinger”) hereby certifies and confirms that it is in compliance with the *Order Implementing Final Trading Order In Respect Of Acquisition of Stock [By] Harbinger Capital Partners Master Fund I, Ltd.* (the “Harbinger Trading Order”) (Docket No. 4661). In support of this certification, and in compliance with the Harbinger Trading Order, Harbinger respectfully represents as follows:

1. On July 24, 2006, the Court entered the Harbinger Trading Order to implement the *Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities* entered by this Court on January 6, 2006 (Docket No. 1780) (the “Final Trading Order”). The Harbinger Trading Order addressed certain acquisitions of Delphi common stock (the “Stock”) by Harbinger.

2. On July 31, 2006, Harbinger sold 5,575,000 shares of Stock, which included all of the Stock acquired through the Noncompliant Purchases¹ (the "Harbinger Stock Disposition"). The Stock sold in the Harbinger Stock Disposition was sold through a third-party broker to persons and/or entities unknown to Harbinger. The Harbinger Stock Disposition caused Harbinger to hold fewer than 26,500,000 shares of Stock, i.e., as of July 31, 2006, after the Harbinger Stock Disposition, Harbinger held 26,450,000 shares of Stock.

3. The price at which the 5,575,000 shares of Stock was sold in the Harbinger Stock Disposition was \$1.25 per share.

4. The related costs of the Harbinger Stock Disposition totaled \$111,713.95, which were comprised of an \$111,500 commission expense and a \$213.95 Securities and Exchange Commission fee.

5. The basis and the acquisition date of each share of Stock sold in the Harbinger Stock Disposition is reflected in the chart below:

Trade Date	Quantity	Trade Price	TOTAL
05/31/06	50,000	1.598175	79,908.75
06/01/06	1,150,000	1.859300	2,149,695.00
06/01/06	200,000	1.780000	360,000.00
06/01/06	1,000,000	1.860000	1,870,000.00
06/01/06	1,000,000	1.895900	1,915,900.00
06/01/06	200,000	1.890000	378,000.00
06/01/06	200,000	1.830000	370,000.00
06/02/06	475,000	1.877900	896,752.50
06/05/06	1,025,000	1.828400	1,884,360.00
06/05/06	275,000	1.819900	505,972.50
Totals		5,575,000	10,410,588.75

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Harbinger Trading Order.

6. Harbinger did not realize an Aggregate Gain from the Harbinger Stock Disposition. As such, under the terms of the Harbinger Trading Order, there was no Aggregate Gain to be donated to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

I, Ian Estus, a trader for the investment team for Harbinger Capital Partners Offshore Manager, L.L.C., which acts as investment manager on behalf of Harbinger Capital Partners Master Fund I, Ltd., after due inquiry declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the facts and representations set forth in this Harbinger Trading Order Certification are true and correct to the best of my knowledge, information and belief.

Harbinger Capital Partners Master Fund I, Ltd.

By: Harbinger Capital Partners Offshore Manager, L.L.C.
as its investment manager

Dated: August 18, 2006

By:

Ian Estus, as agent on its behalf